

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. :
----- X

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

Royal B. Martin, being duly sworn, deposes and says:

1. I am a principal of Martin, Brown & Sullivan, Ltd. ("MB&S") which firm maintains offices at 321 South Plymouth Court, 10th Floor, Chicago, Illinois 60604.

2. Neither I, MB&S, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. MB&S has represented and advised the Debtors in connection with an investigation by the Securities and Exchange Commission ("SEC") with respect to a broad range of aspects of the Debtors' businesses.

4. The Debtors have requested, and MB&S has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and MB&S proposes, to render the following services to the Debtors: Advice and counsel with respect to an investigation by the SEC of Delphi Corporation and its employees.

5. MB&S's current fees arrangement is on an hourly basis.

6. Except as set forth herein, no promises have been received by MB&S or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules,

orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

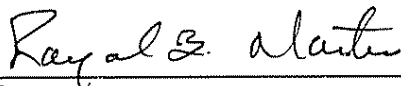
7. MB&S has no agreement with any entity to share with such entity any compensation received by MB&S.

8. MB&S and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. MB&S does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, MB&S, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which MB&S is to be engaged.


10. The foregoing constitutes the statement of Royal B. Martin pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

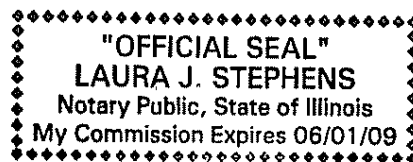


Royal B. Martin

SUBSCRIBED AND SWORN TO
before me this 15th day of
December, 2005.



Notary Public



CERTIFICATE OF SERVICE

The undersigned, an attorney, hereby certifies that a true and correct copy of the foregoing **Affidavit of Legal Ordinary Course Professional** was served upon:

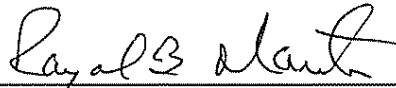
Alicia M. Leonhard, Esq.
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New York, New York, 10017

by placing same in a properly addressed stamped envelope, first class postage prepaid, and causing it to be mailed before the hour of 5:00 p.m. this 15th day of December, 2005.



Royal B. Martin